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BellSouth Telecommunications, Inc.

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Guy M. Hicks
General Counsel

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June 18, 2003

VIA HAND DELIVERY

Hon. Sara Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

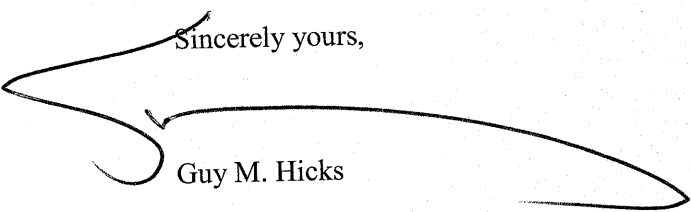
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Sprint Communications Company Limited Partnership and Sprint Communications Company L.P. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 03-00398

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Sprint Communications Company Limited Partnership and Sprint Communications Company L.P. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated January 1, 2001. The Amendment adds specific loop language to Attachment 2 of the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: W. Richard Morris, Sprint Communications Company L.P.
James Wright, Esq. Sprint Communications

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Sprint Communications Company Limited Partnership and Sprint Communications Company L.P. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

**PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND SPRINT COMMUNICATIONS COMPANY LIMITED PARTNERSHIP
AND SPRINT COMMUNICATIONS COMPANY, LP
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Sprint Communications Company Limited Partnership and Sprint Communications Company L.P. ("Sprint CLEC") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated January 1, 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Sprint CLEC and BellSouth state the following:

1. Sprint CLEC and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Sprint CLEC. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on September 9, 2002
2. The parties have recently negotiated an Amendment to the Agreement which adds specific loop language to Attachment 2 of the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Sprint CLEC and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Sprint CLEC within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Sprint CLEC and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Sprint CLEC and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 19th day of June, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

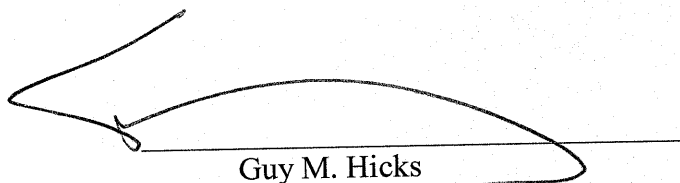
CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 19th day of June, 2003:

W. Richard Morris
Vice President – State External Affairs
6450 Sprint Parkway
Mailstop KSOPHN0214
Overland Park, KS 66215

Sprint PCS
Attention: Legal Regulatory Department
Mailstop: KSOPH10414
6160 Sprint Parkway, Bldg. 9
Overland park, KS 66251

Sprint PCS
Manager: Carrier Interconnection Management
Mailstop: KSKOPAM101
11880 College Blvd.
Overland Park, KS 06210



Guy M. Hicks

**AMENDMENT
TO THE
INTERCONNECTION and RESALE AGREEMENT BETWEEN
SPRINT COMMUNICATIONS COMPANY LIMITED PARTNERSHIP
SPRINT COMMUNICATIONS COMPANY L.P.
SPRINT SPECTRUM L.P.**

And

BELLSOUTH TELECOMMUNICATIONS, INC.

DATED January 1, 2001

Pursuant to this Amendment (the "Amendment") Sprint Communications Company Limited Partnership and Sprint Communications Company L.P., (collectively referred to as "Sprint CLEC"), a Delaware Limited Partnership, and Sprint Spectrum L.P., a Delaware limited partnership, as agent and General Partner for WirelessCo. L.P., a Delaware limited partnership, and SprintCom, Inc., a Kansas corporation, all foregoing entities jointly d/b/a Sprint PCS ("Sprint PCS"), and BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Interconnection Agreement ("the Agreement") between BellSouth and Sprint CLEC and Sprint PCS, (collectively referred to as "Sprint") dated January 1, 2001.

WHEREAS, BellSouth and Sprint entered into the Agreement on January 1, 2001, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to insert a new Section 2.1.1 into Attachment 2 as follows:
 - 2.1.1 BellSouth will provide Sprint with new UNE loops without local usage restrictions provided that:
 - 2.1.1.1 One end of the UNE loop terminates in Sprint's collocation arrangement in the BellSouth wire center serving Sprint's end user;
 - 2.1.1.2 The transport services for the traffic utilizing said loop is provided by Sprint itself or by a third party provider; and
 - 2.1.1.3 The other end of said loop is not connected to or terminated into a wireless Mobile Switching Center ("MSC") or a cell site.
 - 2.1.1.4 This Section 2.1.1 was derived as a result of compromise between the Parties and not be precedent setting in any way with regard to the use of

UNEs for the provisioning of wireless services ("Wireless UNE"). Neither party waives any right it may have to seek appropriate relief on any existing claims or defenses associated with a Wireless UNE in any forum, under any theory, and at any time in any appropriate jurisdiction during the term of this Agreement or otherwise.

2. All of the other provisions of the Agreement, dated January 1, 2001, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

By: 

Name: Elizabeth R. A. Shiroishi

Title: Assistant Director

Date: 5/7/03

Sprint Communications Company Limited Partnership

By: 

Name: W. Richard Morris

Title: V.P., External Affairs

Date: May 5, 2003

Sprint Spectrum L. P.

By: 

Name: W. Richard Morris

Title: V.P., External Affairs

Date: May 5, 2003